1-007A001

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE

CHICAGO, ILLINOIS 60601-7567

312-558-1000

TWX NUMBER
910-221-1154

TELECOPIER
312-750-8600

529 FIFTH AVENUE
NEW YORK, NEW YORK 10017-4608
212-949-7075

580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08873
201-563-2700

888 SIXTEENTH STREET, N W
WASHINGTON, D C 20006-4103
202-296-8600

RECORDATION NO 17170 FILED 1925

JAN 7 1991 -9 15 AM

INTERSTATE COMMERCE COMMISSION

January 2, 1991

Ms. Noretta R. McGee
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original and three photostatic copies of a Bill of Sale dated December 26, 1985 from Marine Midland Leasing Corporation to GWI Leasing Corporation.

Seller
Marine Midland Leasing Corporation
One Marine Midland Center
Floor 12
Buffalo, NY 14203

Buyer
GWI Leasing Corporation
71 Lewis Street
Greenwich, Connecticut 06830

JAN 7 9 09 AM '91
MOTOR OPERATING UNIT

A description of the railroad cars covered by the Bill of Sale is set forth on the Schedule attached thereto.

A check in the amount of $15.00 payable to the order of the Interstate Commerce Commission is enclosed to cover the required recordation fee of this Bill of Sale document.

Kindly return the three stamped photostatic copies of the enclosed document to Kelley W. White, Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, IL 60601.

Countyno Alfred J White

Following is a short summary of the enclosed document:

Primary Document.

A Bill of Sale from Marine Midland Leasing Corporation to GWI Leasing Corporation covering the two hundred and eight (208) used 100-ton covered hopper rail cars described in the Schedule attached thereto.

Please call me at the telephone number above in Chicago if you have any questions.

Very truly yours,

Kelley W. White

Kelley W. White

KWW/pm

cc: Robert W. Kleinman
Susan G. Lichtenfeld

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WASHINGTON, D C 20006-4103
202-296-8600

January 2, 1991

VIA FEDERAL EXPRESS

Ms. Mildred Lee
Interstate Commerce Commission
12th Street and Constituiton Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

I have enclosed the following documents for recordation as well as a transmittal letter to cover each of the enclosed documents and a copy of each transmittal letter to stamp and return to me:

1. 1-Loan and Security Agreement;
2. 5-Releases of Liens
3. 14-Bills of Sale
4. 1-Lease
5. 2-Assignment Agreements
6. 2-Assigments
7. 3-Assignment of Rents
8. 1-Acknowledgment and Notice of Assignment

I have marked each document as an orginial, a certified copy or a copy. Please call me at the telephone number above in Chicago, if you have any questions.

Very truly yours,

Kelley W. White

Kelley W. White

KWW/pm
Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

1/8/91

OFFICE OF THE SECRETARY

Kelley W. White

Ross & Hardies
150 North Michigan Avenue

Chicago, Illinois 60601-7567

Dear Sir:

The enclosed dcoument(s) was recorded pursuant to the provisions of Section 11303 of the Insterstate Commerce Act, 49 U.S.C. 11303, on 1/7/91 at 9:15am , and assigned recordation number(s). 12659-B, 12666-A, 12662-A, 12663-A 17170, 17171, 17172, 17173

17174 17184
17175
17176 17187
17177 17188
17178 17189
17179 17190
17180
17181
17182
17183

Sincerely yours,

Sidney L. Strickland, Jr.

Sidney L. Strickland, Jr.
Secretary

MARINE MIDLAND LEASING CORPORATION

One Marine Midland Center — Floor 12
Buffalo, New York 14203

BILL OF SALE

Date: August 2, 1990

SALE PRICE: $356,096.00

17170

JAN 7 1991 -9 15 AM

INTERSTATE COMMERCE COMMISSION

DESCRIPTION OF PROPERTY:

208 steel covered railroad hopper cars

In Consideration of the foregoing sale price, Marine Midland Leasing Corporation (Marine) hereby sells and transfers all of Marine's right, title and interest in and to the above described personal property to G.W.I Leasing Corp., the Buyer.

Marine makes this sale to the Buyer "AS IS, WHERE IS," WITHOUT ANY WARRANTY, EXPRESS OR IMPLIED, AS TO ANY MATTER WHATSOEVER INCLUDING, WITHOUT LIMITATION, THE EXISTENCE OF THE PROPERTY, THE CONDITION OF THE PROPERTY, ITS MERCHANTABILITY OR ITS FITNESS FOR GENERAL PURPOSES FOR ANY SPECIFIC PURPOSE.

MARINE MIDLAND LEASING CORPORATION

BY Jack B Kolbas III
Assistant Vice President

Company: G.W.I Leasing Corp.

Address: 201 North Penn Street
Punxsutawney, PA 15767

STATE OF New York)
) SS:
COUNTY OF Erie)

On this 21st day of December, 1990, before me, known subscriber, Gertrude Tzetzo, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Jack B. Kolbas, III, to me personally known, who stated and acknowledged that he is an Assistant Vice President of Marine Midland Leasing Corporation, and duly authorized by authority of the board of directors or the by-laws of said Corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said Corporation stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said Corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 21st day of December, 1990.

Gertrude Tzetzo
Notary Public

{seal}

GERTRUDE TZETZO
Notary Public State of New York
Qualified in Erie County
My Commission Expires 7/31/92

My Commission expires:

Schedule of Cars Relating to Bill of Sale dated August 2, 1990

1	GWIX	31908	54	GWIX	51439	107	GWIX	51988	160	GWIX	52179
2	GWIX	31909	55	GWIX	51442	108	GWIX	51989	161	GWIX	52181
3	GWIX	31913	56	GWIX	51448	109	GWIX	51995	162	GWIX	52182
4	GWIX	31918	57	GWIX	51449	110	GWIX	52030	163	GWIX	52184
5	GWIX	31919	58	GWIX	51453	111	GWIX	52032	164	GWIX	52185
6	GWIX	31924	59	GWIX	51454	112	GWIX	52034	165	GWIX	52186
7	GWIX	31928	60	GWIX	51455	113	GWIX	52036	166	GWIX	52187
8	GWIX	31930	61	GWIX	51457	114	GWIX	52039	167	GWIX	52188
9	GWIX	31931	62	GWIX	51463	115	GWIX	52040	168	GWIX	52189
10	GWIX	31933	63	GWIX	51469	116	GWIX	52041	169	GWIX	52190
11	GWIX	31952	64	GWIX	51475	117	GWIX	52042	170	GWIX	52192
12	GWIX	31954	65	GWIX	51478	118	GWIX	52045	171	GWIX	52193
13	GWIX	32094	66	GWIX	51479	119	GWIX	52046	172	GWIX	52194
14	GWIX	32099	67	GWIX	51489	120	GWIX	52047	173	GWIX	52195
15	GWIX	32116	68	GWIX	51491	121	GWIX	52049	174	GWIX	52198
16	GWIX	38061	69	GWIX	51492	122	GWIX	52050	175	GWIX	52199
17	GWIX	38066	70	GWIX	51623	123	GWIX	52053	176	GWIX	52200
18	GWIX	38070	71	GWIX	51651	124	GWIX	52073	177	GWIX	52202
19	GWIX	38084	72	GWIX	51653	125	GWIX	52086	178	GWIX	52204
20	GWIX	38090	73	GWIX	51654	126	GWIX	52128	179	GWIX	52207
21	GWIX	38091	74	GWIX	51658	127	GWIX	52129	180	GWIX	52208
22	GWIX	38092	75	GWIX	51659	128	GWIX	52131	181	GWIX	52209
23	GWIX	38094	76	GWIX	51660	129	GWIX	52132	182	GWIX	52210
24	GWIX	38103	77	GWIX	51661	130	GWIX	52134	183	GWIX	52212
25	GWIX	38124	78	GWIX	51663	131	GWIX	52135	184	GWIX	52214
26	GWIX	38131	79	GWIX	51664	132	GWIX	52137	185	GWIX	52215
27	GWIX	38135	80	GWIX	51669	133	GWIX	52138	186	GWIX	52216
28	GWIX	38136	81	GWIX	51670	134	GWIX	52139	187	GWIX	52217
29	GWIX	38138	82	GWIX	51672	135	GWIX	52140	188	GWIX	52218
30	GWIX	38147	83	GWIX	51673	136	GWIX	52141	189	GWIX	52219
31	GWIX	39017	84	GWIX	51674	137	GWIX	52142	190	GWIX	52222
32	GWIX	40004	85	GWIX	51707	138	GWIX	52143	191	GWIX	52224
33	GWIX	40005	86	GWIX	51724	139	GWIX	52145	192	GWIX	52225
34	GWIX	40006	87	GWIX	51802	140	GWIX	52147	193	GWIX	52226
35	GWIX	40008	88	GWIX	51806	141	GWIX	52148	194	GWIX	52227
36	GWIX	40010	89	GWIX	51810	142	GWIX	52150	195	GWIX	52228
37	GWIX	40011	90	GWIX	51817	143	GWIX	52151	196	GWIX	52229
38	GWIX	40012	91	GWIX	51818	144	GWIX	52152	197	GWIX	52453
39	GWIX	40013	92	GWIX	51819	145	GWIX	52153	198	GWIX	52484
40	GWIX	40015	93	GWIX	51820	146	GWIX	52155	199	GWIX	90033
41	GWIX	40016	94	GWIX	51823	147	GWIX	52156	200	GWIX	90068
42	GWIX	40018	95	GWIX	51826	148	GWIX	52158	201	GWIX	90074
43	GWIX	40019	96	GWIX	51829	149	GWIX	52159	202	GWIX	90084
44	GWIX	51309	97	GWIX	51837	150	GWIX	52160	203	GWIX	90086
45	GWIX	51401	98	GWIX	51854	151	GWIX	52161	204	GWIX	90091
46	GWIX	51404	99	GWIX	51859	152	GWIX	52164	205	GWIX	90093
47	GWIX	51411	100	GWIX	51861	153	GWIX	52166	206	GWIX	90097
48	GWIX	51414	101	GWIX	51862	154	GWIX	52167	207	GWIX	90103
49	GWIX	51421	102	GWIX	51863	155	GWIX	52169	208	GWIX	90106
51	GWIX	51432	104	GWIX	51865	157	GWIX	52173			
52	GWIX	51437	105	GWIX	51866	158	GWIX	52176			
53	GWIX	51438	106	GWIX	51987	159	GWIX	52177			

The undersigned acknowledges that the above represent the 208 cars described in the Bill of Sale to GWI Leasing Corporation and can be attached to that Bill of Sale.

Marine Midland Leasing Corporation

By. Jack B Kolbas III

Jack B. Kolbas III - Assistant Vice President